

New Aristotle Holdings, Inc.  
 Form 4  
 November 28, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROCK ROBERT H**

(Last) (First) (Middle)

1313 LAFAYETTE ROAD

(Street)

GLADWYNE, PA 19035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

New Aristotle Holdings, Inc. [ACV]

3. Date of Earliest Transaction (Month/Day/Year)

11/24/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Derivative Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|

Edgar Filing: New Aristotle Holdings, Inc. - Form 4

| Derivative Security                  |           |            | (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|-----------|------------|--|-------|------------------|-----------------|--------------|----------------------------|
|                                      |           |            | Code   | V     |                  |                 |              |                            |
| Director Stock Option (Right to Buy) | \$ 13.919 | 11/24/2006 | A  | 9,221 | <u>(1)</u>       | 01/22/2013      | Common Stock | 9,221                      |
| Director Stock Option (Right to Buy) | \$ 16.873 | 11/24/2006 | A  | 9,221 | <u>(1)</u>       | 01/21/2014      | Common Stock | 9,221                      |
| Director Stock Option (Right to Buy) | \$ 21.849 | 11/24/2006 | A  | 9,221 | <u>(1)</u>       | 01/26/2015      | Common Stock | 9,221                      |
| Director Stock Option (Right to Buy) | \$ 18.042 | 11/24/2006 | A  | 9,221 | <u>(1)</u>       | 01/25/2016      | Common Stock | 9,221                      |
| Director Stock Option (Right to Buy) | \$ 10.622 | 11/24/2006 | A  | 9,221 | <u>(1)</u>       | 01/23/2012      | Common Stock | 9,221                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROCK ROBERT H<br>1313 LAFAYETTE ROAD<br>GLADWYNE, PA 19035 | X             |           |         |       |

## Signatures

/s/ James M. Spira as Attorney-in-Fact for Robert H. Rock  
11/28/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option currently is exercisable in full.
- (2) This option was granted by the issuer in replacement of an option to purchase shares of common stock of Sally Beauty Holdings, Inc. ("Sally Beauty Holdings") in connection with the spin-off of the issuer by Sally Beauty Holdings (the "Spin-Off").
- (3) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$34.227.
- (4) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$41.49.
- (5) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$53.725.
- (6) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$44.365.
- (7) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$26.12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.